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The David J. Joseph Company

April 26, 1995

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Room 2303
Washington, DC 20423

19380

1995 APR 27 AM

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of April 12, 1995, between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: Wisconsin Central, Ltd.
One O'Hare Centre
Suite 900
6250 North River Road
Rosemont, IL 60018

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

/jrj
Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078



Interstate Commerce Commission
Washington, D.C. 20423-0001

5/1/95

Office Of The Secretary

Julia R. Jones
Documentation Assistant
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/1/95 at 9:30AM, and assigned recordation number(s). 19880

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(100610001)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19380

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 12th day of April, 1995, is intended to evidence the Railroad Equipment Lease Agreement dated as of April 12, 1995 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation (the "Lessor") and **WISCONSIN CENTRAL, LTD.**, an Illinois corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the sixty-nine (69) railcars more fully described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

THE DAVID J. JOSEPH COMPANY

By: _____

Name: Douglas F. McMillan

Title: Vice President

Date: April 12, 1995

LESSEE:

WISCONSIN CENTRAL, LTD.

By: _____

Name: TF Power TR.

Title: FVP-CFO

Date: 4/18/95

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 12th day of April, 1995, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Kathy J. Shaver

Notary Public

KATHY J. SHAVEN
Notary Public, State of Ohio
My Commission Expires 7/1/97

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

The foregoing instrument was acknowledged before me this 18th day of April, 1995, by T.F. Power, Jr., the EVP-CFO of Wisconsin Central, Ltd., an Illinois corporation, on behalf of the corporation.

Catherine D. Aldana

Notary Public

"OFFICIAL SEAL"
CATHERINE D. ALDANA
Notary Public, State of Illinois
My Commission Expires 7/13/96

EXHIBIT A

To the Memorandum of Lease dated April 12, 1995, between The David J. Joseph Company and Wisconsin Central, Ltd.

DESCRIPTION OF UNITS

Sixty-nine (69) railcars bearing reporting marks as follows:

WC 31200 - WC 31268, INCLUSIVE